

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF MASSACHUSETTS**

SKYLINE SOFTWARE SYSTEMS, INC.)
Plaintiff,)
v.) CIVIL ACTION NO. 04-11129-DPW
KEYHOLE, INC. and)
GOOGLE, INC.)
Defendants.)

**FIRST AMENDED COMPLAINT FOR PATENT INFRINGEMENT
AND DEMAND FOR JURY TRIAL**

Plaintiff Skyline Software Systems, Inc. (“Skyline”) as and for its Complaint alleges against Defendants Keyhole Corporation (“Keyhole”) and Google, Inc. (“Google”) as follows:

JURISDICTION

1. This action arises under the Patent Laws of the United States, 35 U.S.C. §§ 1 et seq. This Court has jurisdiction pursuant to 28 U.S.C., §§ 1331 and §1338(a).

VENUE

2. Venue is proper in this judicial district pursuant to 28 U.S.C. §§ 1391(b) and (c), and 28 U.S.C. § 1400(b) because defendants’ acts of patent infringement are occurring within this judicial district and defendants are subject to personal jurisdiction in this judicial district.

THE PARTIES

3. Plaintiff Skyline is a Delaware corporation. Skyline’s corporate headquarters are located at 500 West Cummings Park, Woburn, MA. Skyline is the

owner of United States Patent No. 6,496,189 (the '189 Patent) entitled "Remote Landscape Display and Pilot Training".

4. Skyline is in the business of providing network based, 3D visualization software products and services. Skyline's technology enables the fusion and delivery, through a number of platforms (such as laptops, wireless handheld devices and over any type of network), of complex geo-spatial information in realistic 3D form.

5. Keyhole is a Delaware corporation with its principal place of business at 1100A La Avenide, Moutainview, CA.

6. At all relevant times, Keyhole has made, used, sold and offered for sale software and services which provide 3D graphics, mapping and visualization for geographic locations.

7. Google is a Delaware corporation with its principal place of business at 1600 Amphitheatre Parkway, Mountain View, CA.

8. Google's principal activity is to provide advertising solutions, global internet search solutions through its internet site and intranet solutions via an enterprise search appliance. Google's automated search technology helps people obtain access to relevant information from Google's vast online index.

9. On October 27, 2004, Google acquired Keyhole. Since that time, Google has used, sold and offered for sale the same software and services marketed by Keyhole which provide 3D graphics, mapping and visualization for geographic locations. On information and belief, all of Keyhole's employees are now employees of Google.

10. Google and Keyhole are engaging in acts of infringement, contributory infringement, and/or inducement of infringement of Skyline's patent.

COUNT I
(Infringement of U.S. Patent No. 6,496,189)

11. On December 17, 2002, the '189 Patent was duly and legally issued to Skyline Software Systems, Ltd. for an invention relating to digital imaging devices. The '189 Patent was assigned to Plaintiff in October 2003. A copy of the Patent is attached.

12. On information and belief, Keyhole and Google have been and still are infringing the '189 Patent by making, selling, using and/or offering for sale software systems and apparatus that practice the patented invention and will continue to do so unless enjoined by this Court.

13. On information and belief, Keyhole and Google's infringement of the '189 Patent has been and continues to be willful, entitling Skyline to enhanced damages.

14. Skyline has been damaged by Keyhole and Google's infringement, which will continue unless enjoined by this Court.

COUNT II
(Contributory Infringement of U.S. Patent No. 6,496,189)

15. On December 17, 2002, the '189 Patent was duly and legally issued to Skyline Software Systems, Ltd. for an invention relating to digital imaging devices. The '189 Patent was assigned to Plaintiff in October 2003.

16. On information and belief, Keyhole and Google have been and still are contributing to the infringement of the '189 Patent.

17. On information and belief, Keyhole and Google's contributory infringement has been and continues to be willful, entitling Skyline to enhanced damages.

18. Skyline has been damaged by Keyhole and Google's contributory infringement, which will continue unless enjoined by this Court.

COUNT III

(Inducement of Infringement of U.S. Patent No. 6,496,189)

19. On December 17, 2002, the '189 Patent was duly and legally issued to Skyline Software Systems, Ltd. for an invention relating to digital imaging devices. The '189 Patent was assigned to Plaintiff in October 2003.

20. On information and belief, Keyhole and Google have been and still are inducing the infringement of the '189 Patent.

21. On information and belief, Keyhole and Google's inducement of infringement of the '189 Patent has been and continues to be willful, entitling Skyline to enhanced damages.

22. Skyline has been damaged by Keyhole and Google's inducement of infringement, which will continue unless enjoined by this Court.

WHEREFORE, Skyline prays for judgment and relief as follows:

A. A preliminary and permanent injunction against Keyhole and Google's continued infringement, contributory infringement and inducing of infringement of the '189 Patent;

B. An award of damages in favor of Skyline and against Keyhole and Google sufficient to compensate Skyline for Keyhole and Google's infringement, contributory infringement and inducement of infringement of the '189 Patent, and an assessment of prejudgment interest and post-judgment interest;

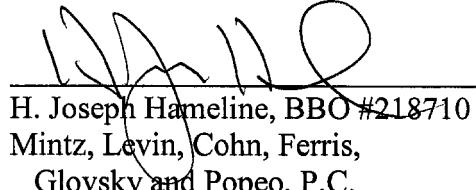
C. A finding by the Court that Keyhole and Google's infringement, contributory infringement and inducement of infringement of the '189 Patent is willful, and an award of enhanced damages of up to three times the amount found or assessed;

- D. A finding by the Court that this case is exceptional under 35 U.S.C. § 285;
- E. An award to Skyline of its reasonable expenses, including attorneys' fees, and costs of this action; and
- F. Such other and further relief as the Court finds just and proper.

DEMAND FOR JURY TRIAL

Plaintiff Skyline hereby demands a trial by jury on all issues so triable.

SKYLINE SOFTWARE SYSTEMS, INC.
By its attorneys,


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